

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter

7☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name CRE Boca Opco, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

DBA Momentis Property Group3. Debtor's federal Employer Identification Number (EIN) 51-0672213

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

615 South DuPoint Highway
Dover, DE 19901

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Kent

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **CRE Boca Opco, LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

Debtor **CRE Boca Opco, LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment**

District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes.

Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☒ \$0 - \$50,000☐ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor

CRE Boca Opco, LLC

Case number (if known)

Name

- ☐ \$50,001 - \$100,000
- ☐ \$100,001 - \$500,000
- ☐ \$500,001 - \$1 million

- ☐ \$10,000,001 - \$50 million
- ☐ \$50,000,001 - \$100 million
- ☐ \$100,000,001 - \$500 million

- ☐ \$1,000,000,001 - \$10 billion
- ☐ \$10,000,000,001 - \$50 billion
- ☐ More than \$50 billion

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 7☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

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Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

10/05/2023
MM/DD/YYYY**X**
Signature of authorized representative of debtor**Jeffrey J. Ramos**

Printed name

Title **Executive Vice President****18. Signature of attorney****X**/s/ Laura Davis Jones

Signature of attorney for debtor

Date 10/09/2023

MM/DD/YYYY

Laura Davis Jones

Printed name

Pachulski Stang Ziehl & Jones LLP

Firm name

919 North Market Street**17th Floor****Wilmington, DE 19801**

Number, Street, City, State & ZIP Code

Contact phone **302-652-4100**Email address **ljones@pszjlaw.com****2436 DE**

Bar number and State

Debtor **CRE Boca Opco, LLC**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter

7☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION****Pending Bankruptcy Cases Attachment**Debtor **CRE Boca Holdco, LLC**

Relationship to you

AffiliateDistrict **Delaware**

When

Case number, if known

Debtor **CRE Pen II, LLC**

Relationship to you

AffiliateDistrict **Delaware**

When

Case number, if known

Debtor **Pennisula II Developers, Inc.**

Relationship to you

AffiliateDistrict **Delaware**

When

Case number, if known

**ACTION BY WRITTEN CONSENT OF THE
NON-MEMBER MANAGER OF CRE BOCA OPCO, LLC**

The undersigned, being the non-member manager (the “Non-Member Manager”) of CRE Boca Opco, LLC (the “Company”), hereby takes the following actions and adopts the following resolutions as authorized by the First Amended and Restated Limited Liability Agreement of the Company, dated as of October 1, 2005 (the “LLC Agreement”) and in accordance with the provisions of the Delaware Limited Liability Company Act (6 Del. C. ss. 18-101, *et seq.*).

WHEREAS, the Non-Member Manager has considered the financial and operational conditions of the Company’s business;

WHEREAS, the Non-Member Manager has reviewed, considered, and received the recommendations and the advice of the Company’s professionals and advisors with respect to potential avenues for relief that are available to the Company, including the possibility of pursuing an orderly liquidation of the Company’s business and assets under Chapter 7 of Title 11 of the United States Code (the “Bankruptcy Code”);

RESOLVED, THEREFORE, that in the business judgment of the Non-Member Manager, after consideration of the alternatives presented to it and the recommendations of the Company’s professionals and advisors that it is in the best interests of the Company, its creditors, members and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 7 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the Company be, and hereby is, authorized to execute and file all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain such relief; and it is

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to employ the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as general bankruptcy counsel to assist the Company in filing under Chapter 7 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the Company is authorized, empowered and directed to take any and all further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses (subject to Bankruptcy Court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that all actions taken by the Company prior to the date hereof in connection with the possible liquidation of the Company or any matters related thereto, or by virtue of these resolutions, are hereby in all aspects ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent on
October 05, 2023.

CRE Boca Opco, LLC
a Delaware limited liability company

A handwritten signature in black ink, appearing to read "S. Plattus", is written over a horizontal line.

By: Seth P. Plattus, Managing Director of Cerberus
Real Estate Capital Management, LLC, Non-Member
Manager of CRE Boca Opco, LLC

B2030 (Form 2030) (12/15)

**United States Bankruptcy Court
District of Delaware**

In re **CRE Boca Opco, LLC**

Debtor(s)

Case No.

Chapter

7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	150,000.00
Prior to the filing of this statement I have received	\$	150,000.00
Balance Due	\$	0.00

2. \$ **0.00** of the filing fee has been paid.

3. The source of the compensation paid to me was:

☐ Debtor ☒ Other (specify): **Debtors CRE Boca Opco, LLC and Peninsula II Developers, Inc. (\$75,000 ea) on behalf of themselves and their Debtor affiliates.**

4. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. [Other provisions as needed]

Represent the Debtor at any initial debtor interview and meeting of creditors under section 341 of the Bankruptcy Code.

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

(a) Representation of the Debtor's officers, directors, or other employees or agents, (b) Representation of the Debtor in any matter, adversary proceeding, or other claim filed or asserted by the Debtor or a party in a chapter 7 case of the Debtor, (c) Representation of the Debtor on issues of non-bankruptcy law, or the provision of substantive legal advice outside the insolvency area, unless we agree to represent the Debtor in such matters, and (d) advice or representation regarding matters of taxation, labor, securities, ERISA, probate/estate planning, criminal, or other non-bankruptcy or non-debtor/creditor specialties of the law.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

10/09.2023
Date

/s/ Laura Davis Jones

Laura Davis Jones
Signature of Attorney
Pachulski Stang Ziehl & Jones LLP
919 North Market Street
17th Floor
Wilmington, DE 19801
302-652-4100 Fax: 302-652-4400
ljones@pszjlaw.com
Name of law firm